

all #s amended by F

RECORDATION NO. 7553-F Filed & Recorded

JAN 22 1975 11 42 AM

INTERSTATE COMMERCE COMMISSION

AMENDMENT NO. 2 TO TRANSFER AGREEMENT

Mercantile-Safe Deposit and Trust Company, as Agent  
Two Hopkins Plaza  
Baltimore, Maryland 21203

We have recently entered into a Transfer Agreement which has been filed with the Interstate Commerce Commission under Recordation No. 7553-C, as amended by Amendment No. 1 which has been filed with the Interstate Commerce Commission under Recordation No. 7553-D. Pursuant to such Transfer Agreement railroad equipment was to be reconstructed. Attached as Annex I to the Transfer Agreement, as amended, was a description of such railroad equipment including the railroad numbers of the equipment which might be subject to reconstruction. The railroad numbers of all the railroad equipment to be reconstructed were not set forth in Annex I of the Transfer Agreement, as amended, and therefore it is now desired to amend the Transfer Agreement so as to complete the list of railroad numbers. Therefore, Annex I to the Transfer Agreement is hereby further amended by the addition of the railroad numbers described in Annex I hereto.

If the foregoing is in accordance with your understanding, please sign a copy of this letter in the space provided and return it to the undersigned, whereupon this letter shall become a valid and binding agreement between us as of the date of the Transfer Agreement.

Very truly yours,

FIRST SECURITY BANK OF UTAH,  
NATIONAL ASSOCIATION

as Trustee under a Trust  
Agreement dated as of June 1, 1974

By W. Stan Segmiller  
Authorized Officer

(SEAL)

Attest:

[Signature]

Dated as of June 1, 1974

ANNEX I

Description

L & N Road Numbers

50-ton box cars

97003  
97005  
97009  
97016  
97020  
97021  
97024  
97025  
97027  
97028  
97029  
97033  
97034  
97036  
97037  
97057  
97059  
97074  
97078  
97081  
97087

ACCEPTED:

MERCANTILE-SAFE DEPOSIT AND TRUST COMPANY, as Agent

By T. J. Jemshi  
VICE PRESIDENT

(SEAL)

Attest:

[Signature]

CORPORATE TRUST OFFICER

STATE OF UTAH,           )  
                                  )  
COUNTY OF SALT LAKE) ss.:

On this 20<sup>th</sup> day of January, 1975, before me personally appeared W. Stan Seegmiller, to me personally known, who, being by me duly sworn, says that he is an Authorized Officer of First Security Bank of Utah, National Association, that the seal affixed to the foregoing instrument is the corporate seal of said corporation and that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was a free act and deed of said corporation.

Peggy Ann Kerkut  
Notary Public

(NOTARIAL SEAL)

My Commission expires

My Commission Expires Nov. 10, 1976

STATE OF MARYLAND, )  
 ) ss.:  
CITY OF BALTIMORE )

On this <sup>22<sup>nd</sup></sup> day of January 1975, before me personally appeared R. F. Ziernski, to me personally known, who, being by me duly sworn, says that he is VICE PRESIDENT of Mercantile-Safe Deposit and Trust Company, that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

(Notarial Seal)

My Commission expires JUL 1 1978

Nancy C. Kehs  
Notary Public  
I was commissioned as  
Nancy C. Schmidt